MARVEL

LAST PLANET STANDING™

OLLIFFE & KOBLISH '06

LAST PLANET STANDING

Script, Plot & Pencils: Tom DeFalco & Pat Olliffe
Finished Art: Scott Koblish
Colors: Avalon's Rob Ro
Letters: Dave Sharpe
Editor: Molly Lazer

Collection Editor: Jennifer Grünwald
Assistant Editor: Michael Short
Associate Editor: Mark D. Beazley
Senior Editor, Special Projects: Jeff Youngquist
Vice President of Sales: David Gabriel
Production: Jerry Kalinowski
Book Designer: Ryan Lewis
Vice President of Creative: Tom Marvelli
Digital Manager/Production: Tim Smith 3
Digital Production: Meghan O'Leary

Editor in Chief: Joe Quesada
Publisher: Dan Buckley

© 2020 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

#1

To most people, a vacation means a trip to the beach, the mountains or a resort.

Reed Richards isn't like most people.

As a founding member of the team that has come to be known as the *Fantastic Five*, he has been challenging the unknown for most of his adult life.

Time to pack up, Reed.

Almost finished, Susan.

According to these readings, this world was once teeming with life--just like the *others* we've found.

Someone--or some*thing*--has recently stripped it of all inhabitants, all energy.

An obvious suspect springs to mind.

Reed, you need to return to the ship before you run out of air. I mean **NOW.**

Nag, nag, nag!

You don't know from ***nag,*** mister.

If I had my way, we'd be soaking up the sun at Universal's ***Islands of Adventure.***

I know, and I'm glad you agreed to this little expedition.

A trip to another galaxy is hardly a ***little*** expedition.

Whatever! The point is, my long-distance space probes detected certain anomalies that demanded my attention.

See those solar systems I've marked on the star chart?

Each system contained an inhabited world that was recently reduced to a lifeless husk.

The trail appears to be heading through ***Shi'ar*** space and toward the ***Milky Way.***

How long before it reaches the ***Earth?***

Worst-case scenario, I'd say ***three days***--a ***week*** at the outside.

WEEEEE! WEEEEE! WEEEEE! WEEEEE!

We need to alert--*what's that* ***alarm?***

I launched a few dozen drone probes when we first arrived.

One of them has apparently detected a problem at the center of this galaxy.

3467200 X4

445-90

I'm afraid I can't guarantee anything. That sun is behaving rather oddly.

I'll boost the probe's magnification and--*incredible!*

Really? Well, that makes me doubly happy that we parked on the outer rim.

Yes, we should be relatively safe here.

Only *relatively--?*

3467200 X7

445-90

I've detected an alien vessel that appears to be pouring energy *into* the sun.

Susan, the ***Earth***--*and maybe the entire* ***Universe***-- is in far greater jeopardy than I realized.

Reed! That sun just imploded! The phenomenon is spreading across the entire galaxy!

Reed Richards to *Fantastic Five Headquarters.*

The *Earth* is in deadly--

ZZZZZZZ

Far across the great void of space, an incredible figure hurtles through the cosmos.

A being who swims upon the waves of the fundamental forces that reside within the Universe.

A being who calls himself *Dominas the Wavemaster!*

Like a living comet, he streaks into the area of space ruled by the *Shi'ar Empire*--

--where he is met by more than a thousand defensive satellites.

Disregarding the attacks with complete and utter disdain, he sweeps them aside with barely a pause.

Without a backward glance, he dives toward his current destination--*the Imperial Throneworld of the Shi'ar!*

This world has been targeted for *destruction.*

EVACUATE or DIE-- the choice is yours!

You will not be *warned* again.

Are you a *madman* or merely a *fool?*

I am *Gladiator,* praetor of the *Imperial Guard,* and this planet is under our protection.

Your objection is *noted*--

--and *dismissed.*

There is no further *appeal.*

You must flee this doomed world or suffer the consequences.

55

Reed--?!

Sue, can you hear me?!?

It's no use.

We've lost them.

Get the *Star-Jumper* ready, *Ben!* We're going on a rescue mission.

Swell! The happy couple finally gets some *alone time* and we gotta bust in on 'em.

That'll teach them to leave the rest of us behind.

Should we alert the *President* about the possible threat to Earth?

See to it, *Doom*... and someone should also be here when the children get home from school.

I'm the logical choice, *Lyja*.

You should also give the *Avengers* a heads-up.

Yeah, *Psi-Lord*-- I'm sure that bunch'a second-stringers'll be real helpful.

We ain't got time t'wait fer our liftin' gizmo t'move the *Jumper* to the launchpad.

Everyone get nice'n comfy while I jockey it inta position myself.

A

I need to speak with the **Avengers** at once!

They are unavailable at the moment, Master Doom.

May I be of service?

This is an **A-1 Priority**, Jarvis. The entire planet may be in peril.

I understand, and I will do my best to contact them.

"But they are currently engaging with their old enemies--

"--the RED QUEEN and her REVENGERS!"

Sabreclaw! Ion Man! Magneta! Killerwatt! It isn't enough to ***defeat*** the Avengers! We must also ***humiliate*** them.

You have some serious issues, **Red Queen.**

Shrinking won't save you from my deadly bio-blasts, ***Stinger!***

I'm gonna claw yer eyes out, J2.

We'll just see about that, *Sabreclaw.*

Aside from being practically invulnerable and unstoppable, I also pack a pretty mean wallop.

I hope you own a large supply of spare robot bodies, *Mainframe*-- because I get a real kick out of destroying them!

Knock yourself out, *Iron Man*... and I do mean that *literally!*

Your costume offends me, and you have no right to call yourself *Magneta.*

I'm sorry you feel that way, *Scarlet Witch.*

I chose my name and appearance to *honor* your father.

Dude, those thunderblasts are *sooooo* last century.

The name's *Thunderstrike,* Killerwatt--

--and I bet they can blast you into the *next* millennium.

This isn't working.

We're too evenly matched.

Iron Man, I need you to create a diversion so that we can regroup.

No problem, boss lady.

KA-WOOM!

I'll just give these heroes the full benefit of my sparkling personality.

Ion Man must be low on power or he could have fried us all.

Get it together, team! We can't let these clowns-- *WAIT!*

I'm getting an emergency call from *Jarvis*.

We're needed at *Avengers Mansion*.

You sent for me, Mr. President?

Vision, I trust you've heard Reed Richards' aborted message.

I have, *President Bridge*...and the leader of the *Fantastic Five* is not a man given to hyperbole.

I know. I pray that he somehow found a way to survive... *whatever happened.*

But that isn't why I called you.

What do you know about the current team of *Avengers?*

Aside from the *Mainframe* robot, they are mainly a group of idealistic, enthusiastic and powerful teenagers.

I believe the *Scarlet Witch* has recently returned to active duty--

--and *Hawkeye* and *Ant-Man* have also assumed consulting roles.

Great!

Just great!

Fills a man with confidence to know his world is protected by *adolescents* and *retreads.*

I want you to go to New York and take charge until the F5 return.

Are you going to alert the public?

I will be meeting with my top advisors to discuss that very question.

Although, aside from creating a major panic, I'm not sure what it would accomplish.

I'm afraid I've lost faith in the *Avengers.*

BARTON'S DOJO

SORRY! we're CLOSED

How can you say that, *American Dream?*

We're...uhhh... Earth's mightiest heroes.

Face it--the team's a joke!

Hey--!

Present company excluded, of course.

I just think it's time I grew up and moved on to the next stage of my life.

You're a costumed hero, Dream. The *Avengers* are the top of the heap.

Maybe for *you, Freebooter.*

I have to say I'm disappointed.

That might have been true in *your* day, *Hawkeye.*

Not now.

We lost *Captain America--*

--allowed the *Hulk* to demolish half the city--

--and one of our reserve members recently ran amok.

I know, Hawkeye...and I'm sorry.

Trust me, American Dream... someday you'll learn that there's nothing more ***important*** than being an Avenger.

Choosing a college may be the most important decision of your young lives.

MIDTOWN HIGH SCHOOL

I know you are only sophomores, but the PSATs are right around the corner.

You need to start preparing for them so that you'll be ready for your college entrance exams.

Whew Mr. Slattery didn't lay it on *too* thick.

I already signed up for a PSAT prep class.

Like the biggest brain in the school really needs it!

Standardized tests make me nervous, *Davida.*

I have a problem with *all* tests, *Courtney.*

So have you guys figured out what you want to be when you grow up? If I don't turn basketball pro, I'm thinking something in public relations.

I'd like to help people.

Like a doctor?

Nah, I'm not big on blood or needles.

How about you, Mayday?

What's your plan, Parker?

Haven't really thought about it.

Gotta bounce, guys. I'll catch you later.

Her name is *May "Mayday" Parker*, and she is the daughter of *Spider-Man*.

Shortly after discovering that she had inherited his amazing spiderlike powers--

--she took on his mantle of responsibility and became *Spider-Girl*.

She used to think about college--

--dream about future careers.

Why bother?

She already has a job.

She protects her neighborhood--

--the city--

--and, sometimes, a whole lot *more!*

What if she doesn't go to college?

Will it really matter in the grand cosmic scheme of things?

A relatively young race when compared to the *Kree* and the *Skrulls*, the *Shi'ar* govern their galaxy-wide empire from their *Imperial Throneworld*--

--an artificial planet constructed with different environments to serve the needs of all their member races.

Absolute authority for the empire currently resides with *Majestrix Lilandra Neramani*.

Hurry! The glow of battle grows brighter.

The DESTROYER is come!

We must go, my lady.

We haven't enough ships to evacuate the entire planet.

It's my fault.

I should have prepared for this eventuality.

The High Council awaits on your personal starship, my lady.

You can delay no longer. You have a responsibility to those who survive.

What of my loyal servants? Is there room for everyone?

Your safety is all that matters, Majestrix.

We have faith in your Imperial Guard. They will find a way to stop the Great Destroyer.

I pray they will...

He is called GALACTUS, the Great Destroyer--

--the Ravager of Worlds!

For centuries beyond number, he has roamed the universe, stripping planets of the energy he needs to survive--

--and leaving only dead and silent shells to mark his passing.

The *Imperial Guard*, an elite corps of super-powered beings from throughout the Shi'ar Empire, thrash against his impenetrable force-field--

--as alien components snap into place with an efficiency born of endless repetition.

Onward, Guardsmen-- ONWARD!

We dare not fail our Majestrix or our people.

You were adequately warned to forsake this ill-fated world.

Why do you delay here--*squandering your only hope for survival?*

None can deter my master!

KRAKK!

The Guardsmen are being swept aside like helpless leaves before an approaching storm.

IIYEEE!

Though our world be lost, I can still save *this woman--this CHILD!*

The Shi'ar will *live--*

--and RISE anew!

Completely unaware of the passing drama--

--Galactus activates his elemental converter.

No trace of emotion crosses his face as his relentless ray reaches outward--

--draining every precious quanta of biochemical and kinetic energy on Throneworld.

Seas disappear in an instant.

Cities are reduced to ruins.

The fiery core of the planet is bled dry within moments--

--and a once-great world dies!

Is this *all* life has to offer?

An endless array of muggers and costumed maniacs?

Maybe May Parker should go to college and at least try to expand her horizons.

I'm curious, guys--how do you amuse yourselves when you're not planning burglaries?

Do you arm-wrestle, discuss current events, or give each other pedicures?

W-what's *that* supposed to mean?

KLANGGG!

Nothing really.

Just making conversation.

I must really be boring you because you've all fallen *asleep* on--*oops!*

ZZZZ

Mind if I take this call?

Hope I'm not interrupting anything important, Spider-Girl--

--but we're calling in all reserve Avengers.

There *may* be a problem.

I hunger.

The need grows within me, but I dare not partake of my reserves.

Not when I am so close.

Why don't you satisfy yourself, Master?

We can always gather more energy.

You do not understand, Dominas.

How could you or any mere mortal?

Since time immemorial I have been trapped in an eternal cycle of seeking and consuming energy.

Now, thanks to a recently birthed *star*--

--Galactus will be FREE!

I can finally *evolve* to the next level.

I assume your recent *test* proved satisfactory.

Most satisfactory.

Does this mean I should announce your coming to the world named *Earth?*

No, we need to obtain one last, but necessary component before I can activate the *Final Solution.*

Our next destination is *ASGARD, home of the self-proclaimed Norse Gods.*

MEANWHILE...

Hang on, kiddies!

We're about t'ditch this *wormhole* and jump back inta normal *space*.

Long-range sensors are all online and ready, Uncle Ben.

So are communica-tions.

Here we *go*--!

T-these readings must be wrong.

They don't make any sense.

This is supposed to be a living galaxy, but--

It's GONE!

Completely *erased*, as if it *never existed!*

#2

They are called the *Fantastic Five.* They have traveled through a series of wormholes to arrive at this distant galaxy--

--in order to rescue *Mr. Fantastic* and the *Invisible Woman.*

What a revoltin' development!

There ain't no stars.

No planets.

No sign of debris.

No *nuthin'.*

You sure this is the right space sector, *Thing?*

There's supposed to be an inhabited galaxy here.

Unless I made a wrong turn at the last wormhole juncture, this is it, *Torch.*

Reed's last transmission said there was trouble--

--but this joint looks like it was *wiped clean.*

Lyja, any sign of Reed or Sue?

Franklin and I are attempting to lock onto the trackers woven into their costumes now, Johnny.

We're at maximum boost and--*wait!*

I've got something.

It's faint, but steady.

Coordinates are shouted, and the *Star-Jumper* streaks through the black void...

It's THEM!

Sensors indicate their vitals are weak and erratic...but they're still *alive!*

Good ol' Suzie an' her *invisible force-fields!*

Maybe we can get some answers now. Someone or some*thing* put the kibosh on this entire galaxy.

We gotta find out *who* an' *why*--

--and how t'*stop* 'im before he reaches *Earth.*

As the *F5* race to retrieve their injured comrades--

--at that moment in *Asgard*, home of the legendary *Norse Gods*...

Gather to me, warriors of Asgard!

When the mighty *Thor* calls, all who love *honor* and *justice* must answer!

The land of our birth--and our kingdom entire--is sorely beset by dire peril.

Galactus the Ravager is come to consume the *Realm Eternal.*

In the name of all ye hold sacred, let us drive this destroyer from our midst!

Aye, we strike for *honor!*

For GLORY!

FOR ASGARDDDD!

Even as the *God of Thunder* leads his legions forward, ***Asgard*** suddenly staggers beneath a stunning shock wave of unrelenting *cosmic force...*

KRAK-A-KWOOOM!

Why do you fight the inevitable?

This land is already ***forfeit.***

Though we may suffer the bitter taste of ***defeat,*** never will we stomach the shame of ***surrender.***

Ignore these insignificant insects, ***Dominas,*** my faithful herald.

Leave them to my army of ***Punisher robots--***

--while you seek the ***Odinsword.***

The ***Odinsword*** is the deadliest weapon in all the universe.

If it should fall into the hands of the Planet-Eater, the cosmos entire be ***doomed!***

Go, my lord! Securest thou the ***Weapon Invincible!***

We shall attend to these triflings.

With warriors such as thee, ***Asgard*** will ne'er fall!

MEANWHILE, BACK ON EARTH...

I know you have a busy social calendar--

--but you were told this was an *emergency meeting, Spider-Girl.*

Blow it out your air vents, *Mainframe!* I got here as soon as I could.

It's not like the fate of the universe is at stake.

Or *is* it--?!

Find a seat and join the party, girl.

As I was saying, *Reed Richards* reported a possible threat to the planet before losing contact.

The *Fantastic Five* embarked on a rescue mission, but they have yet to report back.

Until we hear from the F5, *President G.W. Bridge* has asked me to coordinate and supervise all efforts to safeguard this world.

What--?!

Like the *Avengers* are really going to report to some D.C. politico!

Simmer down, people!

You have any details on this so-called threat?

We assume it will originate from space.

That is why I have already taken the liberty of drafting *Nova* and *Earth Sentry* into space duty.

Between them and our *Orbital Defense Grid*, the president wants me to assure you that there is no clear or present danger.

Yeah.

Gotcha.

Sounds reasonable.

Except for *two* things...

...*your* presence and *this* meeting.

Please forgive this interruption, but the *Revengers* have been spotted in midtown.

Avengers Assemble!

Hold on--!

I understand your desire to apprehend these criminals, but we must also consider the safety of the entire planet.

You may only take three Avengers, Mainframe. The others will remain here in reserve.

What if the Revengers escape?

Some risks are *acceptable.*

MEANWHILE...

Once we shatter his force-shield, e'en mighty *Galactus* must fall before the host of *Asgard Assembled.*

If a blast of pure *ethereal energy* cannot suffice, the voluminous *Volstagg* will hurl his monumental bulk against yon buffer.

These gnats are proving far more annoying than anticipated.

This realm contains *living energy* that will serve my purpose--

--and I will not be DENIED!

KZAKKK!

KWA-TWAAK!

As the bravest and finest of Asgard continue to battle against their seemingly unbeatable foe, their families and loved ones board the great ships that will soon carry them to safety...

What if the unthinkable happens and Asgard doth fall?

With our lord *Thor* in command, *victory* will surely be ours!

The realm *must* endure!

Why dost thou hesitate, ancient one? We must embark.

Forgive me, milady *Sif*, but it is unseemly for a warrior--*e'en one of my advanced years*--to flee while Asgard be imperiled.

I should take up the sword and join our noble defenders.

Well do I understand thy sentiment for I, too, would join yonder battle.

But, by Thor's decree, our duty is to protect those who cannot defend themselves.

Come, *Vizier!* Our ship is filled to bursting and ready to ride the endless currents of space.

So be it, Lady Sif! Let me gaze upon the *Golden Realm* once more and remember the glories of *Asgard.*

E'en gods must die when their time is past. Perhaps, e'en now--

"--a young race of *future gods* stands ready to replace us."

The situation is even more critical than I originally thought. *Galactus* has apparently changed tactics.

In the past, he was on an endless quest to satisfy his always-present hunger for *living energy.*

Yeah, we got all that. How's about tellin' us sumthin' we *don't* know, Stretch.

I think he has been gathering great stores of energy for a specific purpose.

I also believe he deliberately *erased* an entire galaxy by causing a mini-*Big Bang* for a *test run.*

A test for *what--?!*

I won't even guess at this point.

You helped design the Earth's *Orbital Defense Grid*-- any chance it can stop him?

It's doubtful.

But the situation isn't hopeless.

For the past twenty years, I've spent all my spare time developing a *super-weapon* that may be able to stop a cosmically-powered entity like *Galactus.*

Ben, you need to get us back to *Earth* as soon as possible.

Our world is depending on us.

MEANWHILE...

BRAKK!

I neither know...nor care.

Thy master doth possess power beyond reckoning. Why seeketh he the *Odinsword*?

I merely obey he who has raised me above all others with the *power cosmic*.

Then thou hast sold thy very soul for mere power... and made a *fool's bargain*.

None will survive the searing *cataclysm* that follows.

Not e'en GALACTUS!

KWOOMP!

If the *Odinsword* should e'er leave its sheath, *the end of the universe will be at hand!*

KARRRK!

You cannot sway me, Thunder God.

Many have tried.

All have failed.

Ever since I was a minor bureaucrat on a planet too insignificant to mention, I have dreamed of the power I now possess.

My duties are clear and well-defined. I will not fail my-- EH?!

The Sword--!

I sense its presence.

My task nears completion.

Though the cosmos itself will soon tremble with fear, I must now deliver this awesome ***oversword*** to my glorious master.

Nay, I say thee, NAY!

Thou shalt be denied while *Thor* doth stand.

Perhaps I should have mentioned this earlier...

...I was actually sent to retrieve *two* items for mighty *Galactus*.

This small wormhole was designed to imprison the *sword*...and *you*, Thunder God.

Your cooperation is greatly appreciated.

The *signal-flare--!*

My herald has secured both *god* and *sword*.

I need delay no more.

The time has come to activate my *elemental converter--!*

Within the merest of instants, a mighty *roar* shakes the heavens--

--as the *Realm Eternal* is cleaved and torn asunder!

No one is spared the *horror* that follows.

Ancient vendettas and recent wars are *forgotten*--

--as *Asgardian*, *Rock Troll* and *Frost Giant* suddenly unite in prayer and fear.

BACK ON EARTH...

I can't believe you could only muster *four* Avengers against us!

Yeah, you'd think *one* would be enough.

You sound like a man who enjoys his work, *Thunderstrike.*

Me, too!

And cuttin' you down to size will be a real pleasure!

Take your best shot, *Sabreclaw!*

I may not be as brawny as *J2*, but I...

I...

Oh, man!

My stomach feels weird.

Could it be that *tamale* I stuffed down for lunch or--?

...

This is *not* good.

Whoa! Watch your manners, Stinky Claws!

Civilians are strictly *off-limits.*

Ain't my fault if your pal can't control his transformation thing.

What's he talking about?

And *who* are you?

There's no reason for you to recognize me, but I'm *Thunderstrike.*

At least I *was.*

Nothing like this has *ever* happened before.

The timing couldn't be worse.

Spider-Girl, the Revengers are ganging up on Mainframe.

Swell! Just the guy I want to save.

Go! I'm sure this is *only temporary.*

MEANWHILE...

Do not despair, Thunder God...

Though your once-glorious realm has been reduced to a barren husk--

--*dust* is the final destiny of all great kingdoms.

Only *Galactus* is truly eternal.

Only *Galactus* must endure.

I don't mean to be impertinent, master, but is he even *conscious* within that stasis chamber?

It matters not.

Thor and all these others have a part to play in my *ascension.*

For the past several months, I have been storing living energy so that Galactus can be *free*--

--so that I might finally *transcend* the gnawing desire to satiate my ever-present *hunger*.

What has changed, master?

Why do you suddenly believe that you can break this endless cycle?

A new *star* was recently birthed in the heavens--*full of magical energies and intriguing possibilities!*

We have gathered the last necessary components, faithful one.

You may now journey to *Planet Earth* and begin preparations for my *Final Solution*...

Just then, in a nether-realm at the very edge of reality, there is a gathering of the ***Great Powers of the Universe,*** cosmic forces far beyond the ken of mere mortal minds...

The Collector, who gathers and safeguards the most unique and powerful artifacts in the cosmos.

The Living Tribunal, arbitrator of cosmic justice.

Master Order.

Lord Chaos.

The Gardener, the eternal guardian of vegetation.

Galactus has killed ***gods*** and captured our ***brethren.*** He must be stopped.

We have failed to destroy him in the past. Another attempt will only jeopardize the ***Earth.***

The In-Betweener, agent of the universal balance between order and chaos.

The Shaper of Worlds, the reality-twisting dream-maker.

The Stranger, the all-powerful experimenter.

Sacrifices must be made for the safety of the *universe entire.*

MEANWHILE...

Uh-oh...

Why do I sense you're *not* the winning team?

We were overwhelmed and outflanked.

Luckily, a *SWAT* team arrived, and the *Revengers* followed Shakespeare's advice about valor.

Who's the straggler?

That's...uhhh... *Kevin Masterson.* He's a friend of *Thunderstrike.*

Thanks, *J2*...but keeping my real identity a *secret* is the least of my problems.

I seem to have *lost* my powers.

How'd it happen, kid?

Don't ask me! They're based on *Asgardian magic.* I've never understood how they worked.

Perhaps *Thor* can be of assistance.

We need to contact him, anyway.

As for you, young man, your Avengers status is revoked until or unless your powers return.

You don't have the authority to make that kind of pronouncement, Vision.

On the contrary, I speak for the President.

But not the AVENGERS!

Suddenly, before the Vision can respond...

NOVA to the AVENGERS!

Come in, Avengers!

Earth Sentry and I have taken up a position at the outer edge of *Earth's Satellite Defense Program.*

Sensors indicate that an *unidentified object* has entered our solar system and is coming our way.

Forget about even trying to estimate its speed or-- *wait!*

It's moving into visual range.

It appears to be an alien humanoid and--*blue blazes*--he seems to be riding a monumental *tidal wave* of pure energy.

Mayday! Mayday! We're suddenly being buffeted by a tsunami of cosmic forces and--

ZZZZZT

Nova--?

Earth Sentry--?

Can you still *respond*--?

#3

OLIFFE & KOBLISH 2006

I am the *Watcher.*

For untold centuries I have witnessed the birth of suns, the growth of civilizations and the deaths of galaxies.

From my home on Earth's moon, I see all that *is,* all that *will be* and all that *might have been.*

The time has come for me to witness one final *critical juncture.*

Uatu the Watcher!

I am *Dominas the Wavemaster,* the herald of *Galactus.*

It has come to my attention that you have dared to thwart my glorious master in times past--

--conspiring to protect insignificant worlds and inconsequential lives from his all-consuming hunger.

While he is truly above any thoughts of petty revenge--

--I am not so FORGIVING!

WHOA, NELLIE!

Hang on t'yer hats, kiddies! Sumthin' just slammed into our *Star-Jumper.*

According to these readings, we're being buffeted by a series of shockwaves, Uncle Ben.

They seem to be originating from the moon.

Figures, Frankie-boy! The Watcher's throwin' another one'a his wild shindigs, and we ain't invited.

This is no time for jokes, Thing. The fact that we haven't heard from *Uatu* fills me with deep concern.

Galactus recently tested a device that erased an inhabited galaxy.

I believe he's now headed toward *Earth,* and the entire universe could be in jeopardy.

Don't go gettin' all melodramatic on me, Stretch!

We're the *Fantastic Five,* and we've beaten Galactus before.

You know me too well, Ben. Ever since we first confronted him, I've been trying to develop a weapon that could give us a fighting chance against a foe as powerful as Galactus.

They don't call ya *Mr. Fantastic* because'a yer good looks, pal.

Tell me ya got some kind'a gizmo that can stop this planet-eatin' patootee.

I just may have the solution back at our headquarters.

"May"?!

I hope you're just being modest, Reed.

I wish I *was,* Torch--

--but there's no guarantee my device will work against a cosmically-powered being that's as old as the universe itself.

Reed! I've finally managed to establish a secure communications link with the *White House.*

Good work, Lyja!

I'm happy to see you and your team, Richards.

The Earth has been on full alert ever since we received your emergency message.

Can you elaborate about this mysterious threat from space?

Meanwhile, at *Avengers Compound...*

I just spoke with the *White House*, and *President G. W. Bridge* asked me to convey his sincerest gratitude for all your support.

Status: Recovered

Status: Recovered

Now that the *Fantastic Five* have returned from space, he has appointed them to handle the current threat and requests *the Avengers* remain on standby.

I also learned that *S.H.I.E.L.D.* is still attempting to retrieve *Nova* and *Earth Sentry* from space.

Do we even know if they're *dead* or *alive?*

Not as yet.

Since when do the *Avengers* play backup to the *F5?*

Yeah!

As a government-sanctioned super-team, we all serve at the will of the President.

Maybe *you* do, Vision.

The rest of us are volunteers.

I, for one, didn't become an *Avenger* to sit on the sidelines.

Politics got you down, Stinger?

American Dream! What are you doing here? I thought you were still out on extended leave.

I am.

I saw a report on *CNN* about an unexplained explosion on the moon--

--and I assumed you guys might know what's up.

We do... and it *isn't* good.

Is it *ever?*

You ever wonder if we're just spinning our wheels with this hero thing?

Before *American Dream* can answer, a startling figure soars above the streets of *Manhattan*...

By order of the glorious *Galactus*, this world faces imminent destruction.

You must evacuate at once or suffer the fatal consequences.

The words of *Dominas the Wavemaster* are telepathically transmitted across the entire globe--

--and every individual hears them in his native language.

Some dismiss the warning without a thought.

Others assume it is a monumental hoax.

But many take it seriously.

Mutants! Capitalists! Socialists! Terrorists! Religious Zealots and Agnostics!

All are blamed as the people of Earth fearfully lift their eyes toward the heavens.

And, at *F5* headquarters...

Long-range sensors confirm that a ship has entered our solar system and is hurtling toward *Earth.*

I'm powering up the *transdimensional cannon* now.

This device was designed to fire a *vibratory beam* that will create an internal *chain reaction* within a cosmic being--

--and harness the being's own power to hurl him through an endless series of dimensional realities.

Say *what?!*

My overgrown popgun will blast *Galactus* into the middle of next week and beyond.

Whyn't ya say so in the first place?

I thought I did.

Torch, I can only generate enough power for one shot. I need you and the rest of the team to attend to that new herald.

Say no more, Boss Man.

Flame on!

How's about you put a couple'a pizzas in the oven, Stretch? I got a hunch we're about t'work up an appetite.

And, mere moments later...

You picked the wrong planet, buddy boy.

If there's any way to save our world, my friends and I will find it.

Are you *insane,* human?

Do you truly believe that mere flame can deter one who has flown through the hearts of raging suns?

I wield the *power cosmic--a gift from mighty Galactus himself!*

A simple energy bolt will dispatch this petty annoyance and allow me to complete the tasks my master has set for me.

Hit the gas, Doom! Ya gotta get the *Fantasticar* directly under Johnny so that I can--

ARRRGH!

Ben, you caught him...but he was still aflame.

B-better I should suffer a few burns than my li'l buddy breaks his ever-lovin' neck.

GO GET 'im, Matchhead!

=UGHHH=

*Will do, pal...*and *thanks!*

Back at *Avengers Compound...*

Washington informs me the *Fantastic Five* are no longer answering their calls--

--which is quite *understandable* considering the current circumstances.

The President and his advisors have requested us to remain here while they draw up a new battle plan.

CHANNEL 6 NEWS LIVE

With all due respect to you, the President and his advisors, I think you've mistaken us for the *Not-Ready-For-Prime-Time Players*.

In case Mainframe's being too subtle--*AVENGERS ASSEMBLE!*

You *coming*, Vision?

Or are you more *politician* than *hero*?

Meanwhile, panic begins to spread and looting erupts throughout the city...

U.S.A. CELLULAR

Blasted cell phone company!

I need to call my wife and kids in the suburbs, but you're *useless!*

USELESS!

I know you're frustrated, mister.

THWIPPP!

Trust me, I feel your pain.

The cell towers are overloaded and I can't reach my parents either.

We all need to take a deep breath and chill out.

If the end of the world is coming--*and I'm not saying it is*-- we don't want to spend our last moments acting like animals.

GALACTUS--!

We are aware of your foolhardy scheme, and we demand that you cease at once!

You cannot put this entire dimension at risk!

You may call yourselves the *Great Powers of the Universe,* but you have no dominion over *Galactus.*

For millennia beyond number I have been enslaved by my never-ending hunger.

Am I not entitled to evolve and move to my next stage of existence?

He is unmoved.

Our course is clear.

Galactus has become too great a threat to the continuum of universes. He must be destroyed.

Even if we must sacrifice the entire *Milky Way.*

Reed! The target ship is almost within range--

--and I've already secured our children and all the civilian employees in the building's *safety bunker.*

I pray my calculations are correct.

The fate of our world--and maybe the entire universe--is depending on us.

When I activate this cannon, I'll be unleashing cosmic forces that no mere mortal was ever meant to control.

At that very instant...

We must gather as *one*--

--combining all our power into a single *destructive bolt*--

--that will erase the *planet-slayer* from all existence!

Reed-- something's happening!

A wormhole seems to be forming directly in the target ship's path.

It appears that we're not the only ones determined to stop Galactus.

B-but these power readings are off the scale.

An energy influx of this magnitude is a threat to our entire solar system.

Even if it does destroy Galactus, the Earth would surely be lost in the blowback.

If only I could contact the authors and convince them to back off--!

But they've left me no time!

NO CHOICE!

"I must *divert* my aim.

"Must deal with the immediate danger--

"--and pray that there's still time to find *another way* to stop Galactus!"

KWOOOOSH!

R-Reed, what have you *done*--?!

I chose the *lesser* of two monumental evils--

--and may only have bought us a few measly hours.

We can second-guess my decision later.

We have to get out of here! The cannon is beginning to *overload* and--

BUUUUUUUUUM!

Meanwhile...

Now that the *Human Torch* has softened ya up, I'm gonna pulverize ya.

Galactus warned me about you human gnats.

He said you have often proved quite annoying.

But insects need not be endured.

Not when they can be *squashed--*

--or SWEPT AWAY!

M-my god--!

Once more into the breach, old friend.

We need to clear these streets--

--and find a way to save these people!

Move!

MOVE!

Do something! It's your job to save us.

Drop everything and get into the nearest building!

You need to climb to the highest floor possible.

What's the point? We're all going to die!

That tidal wave must be at least five miles high and a dozen wide!

There's NO HOPE!

NO ESCAPE!

Reed! Sue! Are you guys all right?

What happened to our headquarters?

We'll fill you in on the details later. We've got a bigger problem now.

The city's about to drown.

Not if we can help it!

Susan, you need to concentrate and create the biggest *force field* of your life.

As the *Invisible Woman* begins to gather her strength and focus her mind--

--*Mainframe* hooks himself up to a midtown power plant, hoping to geometrically supplement his *repulsors.*

And...

Hey! What's the big idea?

You're blocking traffic.

You'd better pray that's not all I block!

Meanwhile, with only one thought in mind, Susan Richards strains like never before--

--pushing herself beyond *pain!*

Beyond ENDURANCE!

Beyond her own IMAGINATION!

The tidal wave soon crashes upon her invisible force field, battering against it with a merciless brutality that no human words can adequately describe.

Though the shield holds, the angry ocean splashes over its edges and rains down upon the helpless city...

SSSSSSSSSS

Tons of water are instantly evaporated--

--or blasted back into the sea--

KAZAKKKK!

--but THOUSANDS flood the streets--!

I...I've never seen such destruction.

The property damage must be in the *trillions!*

W-what about all these *people,* American Dream?

We can't save them all.

We have no right to call ourselves *heroes* anymore.

Real heroes would have found a way to *prevent* this disaster.

High above the devastation, five figures observe the turmoil...

What a mess! Looks like the heroes got their hands full.

Maybe we should aid their rescue efforts.

Don't be ridiculous, Magneta! We Revengers can exploit this distraction to destroy the ***Avengers*** once and for all.

And, at that moment...

How is ***Susan?***

She collapsed under the strain, but I believe she'll recover in time.

As much as we're all concerned about civilian casualties, I'm afraid that ***cannot*** be our highest priority.

The whole world is at stake.

You can forget about ***Dominas,*** the tidal wave and the flood waters!

The real DANGER just arrived, because--

We need to coordinate our next step.

Yeah, we gotta clear out this city before more people get hurt.

--GALACTUS has landed on EARTH!

#4

OLLIFFE & KOBLISH

Stinger, the daughter of *Ant-Man*, always knew she was destined to become an *Avenger*--

--and dedicated her life to safeguarding her world.

A tidal wave struck *Manhattan* three hours ago, and she's suddenly feeling a little overwhelmed.

So is *Spider-Girl*.

Though the flood waters have already begun to recede, she cannot get a cellular signal and cannot reach her parents.

All she can do is help direct the fleeing hordes--

--while *American Dream* keeps the looters at bay.

Drop it, mister!

A-1 ELECTRONICS

What's the big deal, anyway?

It's the END of the blasted world!

Pushed beyond physical exhaustion and even hope itself, these young heroes labor to secure the city they have sworn to protect.

HOUSE Cafe

Their trials have barely begun, because--

--GALACTUS
now walks the Earth!

Incredible! He has commandeered *Central Park* and appears to be constructing some massive apparatus.

According to **Reed Richards**, *Galactus consumes the energy of living planets.*

Enough with the blah-blah! How do we crack his force field and send 'im packin'?

Forget it, bub!

I didn't come here to twiddle my claws.

He isn't wrong, ***Vision***. This is a situation that calls for ***action***, not ***politics***.

I...I agree, **Mainframe**...

But I have my orders.

The **President** *placed the* **Fantastic Five** *in command of our joint forces. I believe they are working on that very problem.*

We need to hold back until they devise an appropriate battle plan.

Wolverine, wait!

Where is the **F5**, *anyway?*

PIER 4

We finally have our backup headquarters online--

--and Mom's encephalo-readings all appear normal.

That's a relief, Franklin! I feared she might have injured herself by attempting to hold back the tidal wave.

Doctor Richards! Doctor Richards, where are you?

I'm right here, Mr. President, but I don't have time to conference now.

A-are you serious? I need constant updates.

My military advisors think I should nuke the city.

That would be a mistake, Mr. President--

--as *futile* as it would be *tragic.*

You could launch every nuclear missile in your arsenal--

"--and I doubt *Galactus* would even notice.

"No power on *Earth* can penetrate his force field--

"--which is why I was just about to signal *for reinforcements* when you called."

Dad, the mechanism that Galactus is building--*it isn't his usual* **energy converter!**

I know, Franklin. I don't think he came here to feed.

He has a new agenda--

--and may threaten the *entire universe!*

The orbiting *Worldship of Galactus*...

The final countdown is *begun.*

Soon my glorious master will ignite his last reserves of *living energy--*

--and combine them with the innate powers of his *omnipotent prisoners--*

--to birth a NEW UNIVERSE!

Central Park...

It's no use!

We're throwing everything we've got, and we haven't even dented this force-shield.

This just isn't your day, hero-boy.

Revengers--ATTACK!

Are you guys *insane*?!

We don't have time for you.

Can't you see the entire EARTH is in danger?

Pull the other one, bub!

All we see are a bunch'a exhausted masks who are easy pickin's--

--fer a SLICE 'n' DICE!

Completely unaware of the battle that now rages outside his force-dome, Galactus calmly prepares to activate his deadly machine...

My preparations are complete.

Let the great Excavatron roar--

--and burrow into the molten depths of this helpless planet.

KA-BOOOOM!

So undeniably *powerful*, so unrelentingly *ruthless* are the *shock waves* caused by the *Excavatron*--

--that *foundations* instantly shatter, sending *skyscrapers* crashing upon each other, toppling like *dominos*.

Avengers Compound...

Jarvis! These seismographic readings are off the scale--!

Master Kevin, we need to reach the Mansion's reinforced bunker.

Are you kidding--?!

There's no time to run.

No place to hide.

This entire city is about to go--

KRAKKA-KWOOOM!

YIKES!

Everybody behind this makeshift wall!

It's our *only* hope.

THWIPPPPPP!

Yeah, if it *holds--!*

THWAKKK!

Silently, Galactus surveys the devastated city...

...and then, without any hint of emotion...

I can tarry no longer.

I am working on a cosmic timetable.

PIER 4

W-what happened?

Galactus just set off an *earthquake* that totaled most of *Manhattan*.

He's drawing energy directly from the planet's core, but why would he--*of course!*

He intends to use the *Earth* like a detonator.

Remember that *galaxy* he wiped out? It was only a *test run*.

He intends to initiate another BIG BANG!

We need to stop him before he destroys the entire universe.

Won't he *die* in the process?

His survival *isn't* exactly my highest priority.

Somewhere near Central Park...

RRRUMMBLLE!

QWA-TWOOOM!

With all due respect, the President and the Fantastic Five can kiss my armor-plated power pack.

We were both operating in good faith, but the current crisis leaves us with only one viable option--

--AVENGERS ASSEMBLE!

I am not going to allow you to equivocate us into *extinction*.

The Avengers and I are going to kick *cosmic butt*.

Hold on, Mainframe!

I will not apologize for obeying my president and following his orders.

Welcome back, Vision! We missed the real you.

Not far away...

W-what hit us?

Wake up and smell the coffee, claws! This ain't no video game.

Galactus is playin' fer the biggest stakes of all, and he's *all in.*

Dozens of our comrades were injured in the quake.

Only a handful of us remain to carry on the fight.

Y-you're gonna keep fightin' that giant...*whatever* the heck he is?!

What choice do we have?

If we fail--

--the Earth DIES!

Oh, great! We also have to fight the blasted *Revengers.*

No, not now... or for the foreseeable future.

My people and I didn't understand the real situation.

Hey, man...

...it's our world, too.

We need to gather the wounded and rally our forces.

Hawkeye...

We'd like to help...if you'll have us.

Are you serious?

Outside the orbiting *Worldship of Galactus*...

The final preparations are complete.

Within mere moments, contact will be made and a glorious new age will dawn--

--the Age of GALACTUS!

BRA-ZAKKK!

NO! This travesty must never come to pass!

Who dares strike *Dominas*, the almighty herald of *Galactus*?

I claim that honor.

I am called the SILVER SURFER, the Sentinel of the Spaceways!

Like you, I once served the ***ravager of worlds*** and aided his never-ending quest for the energy of living planets.

Unlike you, I eventually found the strength to defy *Galactus*.

Yes, I have heard the legend of your foolish rebellion, but I do not share your desire for freedom.

I was a petty bureaucrat until *Galactus* raised me above all others and gifted me with the *power cosmic*.

What good is such *power*--

--when it comes with the yoke of eternal servitude?

His *hunger* cannot be satiated.

Your *ignorance* is only exceeded by your *impudence*.

C-can it be true?

How is it even possible?

There is a new *star* in the heavens--

Galactus has found a way to *free* himself and evolve *beyond* his hunger.

--one birthed by Asgardian magic and possessed of wondrous new attributes!

Galactus can harness its power to *regenerate* the ***universe entire.***

The *first* ***Big Bang*** gave rise to Galactus.

The ***second*** can only jump-start his evolution and carry him to a higher stage of development.

Such a course is ***unthinkable!***

Countless trillions will DIE!

'Tis a price he is willing to pay.

No!

NO!

Even Galactus must see the monumental ***evil*** of this plan.

I *cannot*... and *will not*... allow him to proceed.

Alas, it is a pity that even you do not possess enough power to stop me.

Outside Central Park...

I will attempt to phase through this force field and open it from the other side.

The alien harmonics seem to be attacking my physical integrity on a cellular level.

I-it's almost as if the field was **alive**--!

ARRGH! M-my pain sensors are at maximum, but I can't stop now.

A-almost through!

M-must stay focused and keep pushing until--

SHOCKWAVE

I may not have always gotten along with that synthozoid--

--but he just showed us the proper way for an *Avenger* to die!

VISION--!

We can't let his death be in vain.

We have to find a way to penetrate this blasted force-shield!

The PEOPLE of Earth are counting on us!

Meanwhile...

We must be buried beneath a few hundred tons--*how can even you keep it from collapsing, J2?*

I...I dunno... maybe I just caught it at the right angle or something.

B-but I can't hold it much longer.

Sure you *can*, Juggie!

You're the son of the unstoppable ***Juggernaut.***

Yeah!

Your dad took on the Hulk and Thor.

Everyone's counting on you, Juggie!

Yeah!

You can *do* it! You can *save* us!

YEAH!

I owe you, Juggie.

We all do.

I just wish there was some way I could thank you, but there's no time to think of one.

I gotta *go.*

Why are you headed in *that* direction, Spider-Girl?

Galactus is *this way--!*

And I wish you the best of luck with him.

I'm out of here! I need to find my family and make sure they survived the quake.

I'll be back as soon as I know they're safe.

I understand how you feel, but we need to stop *Galactus* now--

--or no one will ever be *"safe"* again!

Stop Galactus--?

US?!

Who are you kidding, Stinger? The heavy hitters put us on cleanup patrol, for gosh sakes.

They didn't even invite us to the main event.

Then we invite *ourselves!*

Listen, I've been questioning my role as a costumed *Avenger* ever since *Captain America* died.

I finally realize that I've been a *jerk.* He never gave up and neither should we.

I honestly don't know if we can do any *good* against Galactus, but win or lose--

--WE HAVE TO TRY!

So...

...you got a *plan?*

Sure.

We find a way inside the force field, shut down his machine and send him packing.

I like the general idea...but you're a tad light on details.

We were kinda hoping you wouldn't notice.

What do you say, Spider-Girl--*you in?*

Yeah, but--***trust me***--this is definitely the ***last time.***

If we somehow survive this mission, I plan to spend the next few months catching up on my reading.

If there's a ***beach*** involved, count me in!

And, just then...

You cannot defeat me!

As the herald of *Galactus*, my power must be significantly greater than yours.

Victories are not won by the power you *wield*, Dominas.

They are determined by the *skill* with which you wield it.

ARRRRGHHH!

Now that I have absorbed your *power cosmic* and added it to my own--

--I am ready to do *battle* with my former master in a truly *cosmic game* of life and death.

Never have any stakes been *greater!*

For if I fail, forfeit be the UNIVERSE ENTIRE!

#5

CENTRAL PARK

Responding to an urgent summons, the *Silver Surfer* has joined the *Earth* in its final stand against his former master.

Galactus! For untold ages you have plundered planets for the *energy* you need to sustain yourself, stripping these worlds bare of all life and hope.

Now you would ignite a cosmic chain reaction designed to *regenerate* the *Universe Entire* and *destroy* all that is!

All living beings yearn to *grow* and *evolve.* Such is also true of *Galactus.*

With this one simple act, I can *free* myself of my never-ending hunger and *ascend* to even greater grandeur.

Surely, even you must acknowledge the unrelenting *immorality* of your plan.

Trillions upon trillions will DIE!

If you were ill, would you hesitate to eradicate a troublesome virus?

These petty mortal creatures are of no lasting consequence.

I am *Galactus*, and my will be done.

I hope ya got an ace up yer sleeve, Stretcho.

Even the *Surfer* failed t'bust through the big *G's* blasted force field.

This device may do the trick. I adapted it after consulting with *Tony Stark.*

Meanwhile...

I don't get it. Why are we bothering to evacuate the city if the whole world's going *boom?*

METROLINK
DOWNTOWN STATION
N R W

Because we want to keep casualties to a minimum if it *doesn't.*

And...

While the heroes are distracted, the streets are *ours.*

He was in Singapore when *Galactus* arrived, but he's on his way here.

We're going to try to magnify *Mainframe's* power a few hundred thousand times and hope for the best.

Let's hope they do their job and *save* us all.

Man! Never thought I'd be on your side.

Desperate times--eh, Sabreclaw?

Ya think we got a snowball's chance, Freebooter?

Odds aren't good--

--but they're only odds.

Stay together!

Should we join the others, Stinger?

No, we wait until Mr. Fantastic--

"--justifies his name!"

Scarlet Witch! Surfer!

Grab hold of the power pods and channel every-thing you've got into them--!

Is it wise to combine my reality-altering abilities with his power cosmic?

Wise-- no!

Necessary-- yes!

Now GO! GO!

You heard the man.

It's clobberin' time!

ZZZZZZ

KRRRR

KA-BOOM

The force field's *down!* We have to act before *Galactus* repairs it.

Why don't we tell the others that we're going to try to shut down Galactus's machine from the *inside?*

Why bother? They'd only discourage us because we have almost no hope of success.

Oh, *that!*

Hey, you want a guarantee--*buy a toaster!*

Juggie, it's all up to you now!

Yeah, I know.

I get to wrap you up in a nice ball of tin and send you flying.

Good *luck,* ladies--

"--you're gonna *need* it!"

These insects are far more *resourceful*--and *annoying*--than I anticipated.

But I cannot allow them to delay my long-anticipated *ascension.*

TWAAAK!

My *Punisher robots* shall rid me of them.

And the *hits* just keep on coming!

There must be hundreds of those creatures.

But I know an *assault force* that may be their equal.

I just have to *concentrate* like never before--

"--and activate all of my *backup bodies!*"

"T-the strain is...incredible... and I...I doubt my central processor will survive it..."

"B-but I...I must buy my friends enough time... to reach *Galactus!*"

Please, Galactus--! You must cease this madness and abandon your quest.

Do not force us to *harm* you!

You dare threaten *me?!*

Galactus yields to NONE!

Though you may possess the *power cosmic--*

--I am POWER INCARNATE!

Behold! With only a casual glance, I can deny you your most precious possession--

--the cosmic artifact that has accompanied you on your endless journeys across the galaxies!

BBAARRRROOOOMM!

As for your mortal allies, they are too far beneath my notice to merit any serious effort--

--so I shall merely *swat* them aside like the insects they truly *are*.

WHOOOOOOSH!

Inside the great Excavatron...

Got to hand it to Galactus--even his defense systems have defense systems!

This is nuts.

What if the others try to blow this gizmo?

I doubt they'll reach it. We only made it because we were too small to notice.

I sure hope we know what we're doing here.

I was really worried about my future the other day.

Now I just want to have one.

We all do.

I still have plenty to learn about carrying on a certain legacy.

Yeah, well, I've come to one decision--my Avengers days are over!

I'm tired of the politics and egos.

It's time I grew up and became a solo act--

--or formed my own team.

If you do go the team route--

--save me an application.

I hate to interrupt, but it looks like we've stumbled onto some kind of control center.

Stinger, you think you can decipher these alien doo-hickeys?

Uhhhh...

Sure.

No problem.

Oh, ma-ann! That certainly fills me with confidence!

The situation is *grim*, Mr. President.

All reports indicate that the *Fantastic Five* and company have failed to neutralize the alien threat.

How soon can we launch a *nuclear strike?*

We would need a few *hours* to evacuate our ground forces and *days* for the civilian population.

I hate this job.

Meanwhile...

Get UP, ya bums!

The clock's still tickin', an' we got us a world t'save.

We *can't* give up now.

W-we're with you, Thing.

But we'd better hurry.

It looks like Galactus has activated his doomsday device.

This is *it*, troops! We hit'em *hard* and *fast*--

--or there is *no tomorrow!*

I am above such quaint notions as *good* and *evil*.

I only know that I am *Galactus*--

--and that I must grow, evolve and ascend beyond my insatiable hunger.

Even now, my great *Excavatron* draws upon the essence of planet *Earth*--

--and sends it hurtling across the galaxy to my orbiting *Worldship*--

--where it will combine with the stored *energy* of a thousand worlds--

--and the ethereal quintessence of *living gods*.

Soon the pressure will pour into a very specific *star*, one which is bound to this very planet by ties even I cannot discern.

The pressure will *build* and *BUILD* and *BUILD*--

--until it finally reaches the ultimate CATACLYSM!

Do something, Stinger! The whole place suddenly kicked into high gear.

Galactus must have hit the *on* switch.

We've run out of time.

No! NO! We've come too far to quit now.

Who said anything about quitting?

Spider-Girl, I need you to connect those terminals.

A set of *operating instructions* would be nice.

I believe that I can use one of these two circuits on my right to kick this gizmo into ***reverse***--*but which one?!*

If I choose wrong, the *Earth* is *toast.*

WHOA!

Not THAT one!

THWIPPP!

Anything else I can do for you?

When it comes to *science*, I bow to ***Stinger***.

With *hunches*, it's a ***Spider-Girl*** world!

CLANGG!

ARRRRGHH!

Though it is barely *conceivable*--

--I sense that my great plan has gone ***awry*** and my will has been ***thwarted***.

Never in a thousand times a thousand millennia have I experienced such a physical sensation.

Could it be the phenomena that lesser beings call *pain*?

With a dispassion as cold as a glacial wind, Galactus instantly perceives the startling truth--

--instead of pouring energy *into* the new star, his machines are sucking power *from* it.

Already filled to capacity, his energy containers begin to rupture.

A massive chain reaction soon races through his orbiting World-ship, shattering stasis chambers and freeing his prisoners.

ASGARD!

Though the *Odin Power* still flows within me, I no longer feel the comforting embrace of beloved *Asgard.*

Galactus-- 'tis he who hath attacked the Golden Realm!

Pausing only long enough to secure the dreaded *Odin Sword* in a pocket dimension, the thunder god streaks into the heavens...

Galactus! GALACTUS! Thy final judgment is at hand!

I shall strike for justice!

For HONOR!

FOR ASGARD!

As the mighty *Thor* tracks the energy trail back to Earth, the *Silver Surfer* erupts from a few thousand tons of debris.

I sense great *upheaval.*

The *power stream* designed to implode a star is now building within my former master.

Though *Galactus* feeds on living worlds, not even he can endure such a massive overload.

If he should *die,* the resultant *explosion* would lay waste to this entire *galaxy.*

Meanwhile...

Looks like we're *heroes,* girls. Our little trick worked.

This baby is *gone!*

There's, *uhhhh,* only one little problem...

Yeah, we forgot to plan an *escape route.*

No biggie! We'll find a way.

Wish I had *your* confidence!

Suddenly, *Galactus* becomes all too aware of a presence that only he can sense...

Alas, though you have ever been one of my most loyal advocates--

--even your time was always destined to *end*.

Can it *be*--?!

Can even Galactus *die*?!

The pain *grows*--*increasing astronomically with each passing moment!*

But Galactus must *survive!*

I will ENDURE!

ARRRRRGHH!

Do not despair, Galactus!

While *life* remains, *hope* endures!

Once I encase us within a protective cocoon of indestructible ethereal force--

--I shall attempt to draw off the surplus energy that threatens to consume you.

For a seemingly eternal instant, time holds its breath...and then...

KWA-KA-BOOOOM!

T-the Surfer--I can't believe he sacrificed himself to save a monster like *Galactus!*

Aye, he was truly the *noblest* of us all.

I'm guessing he also did it to protect the *Earth* and the surrounding galaxy.

Stop talking like it's a done deal!

I ain't countin' him out 'til I see a body.

KKRACCKKKK!

Behold! Someone *lives* and seeks to free himself.

But *who* hath survived? Can it be *Galactus* or--?!

I live... ANEW!

Galactus is no more.

Neither is he who was once known as the Silver Surfer.

What manner of creature art thou?

I...I am unique.

Stand back, lest you be consumed by the energy that seethes from me.

There! I have reclaimed the armor of Galactus and refashioned it to suit my new task.

No longer need the universe fear the Great Ravager!

A glorious new day has *dawned* for all!

What should we call you?

That is for you to decide.

I care only for my sacred mission.

Mission?! What mission?

The implosion merged the *Surfer* and *Galactus* in a way that your mortal mind could never truly comprehend.

It also gave birth to a new form of energy--*the Power Essential!*

Behold how easily I repair the damage wreaked upon this helpless planet.

From this day forward, I will devote my life to being a *builder of worlds* and a *guardian of life.*

Across the cosmos shall I journey, transforming dead planets into bearers of *life* and *joy.*

That's IT?! The guy fixes the mess he caused and goes free?

What about all the people who were injured or killed?

And where are Stinger, American Dream and--?

You don't have to worry about us, Juggie!

We just pulled the greatest Houdini in history.

Yeah, I used my Pym field to shrink us to microscopic size.

What'd we miss?

You got a few weeks?

I watched it all, and I still don't understand.

Shortly, after J2 has updated his friends...

You're suddenly looking a lot happier, Spider-Girl.

I finally got a cell signal and spoke to my family.

They seem to be fine... just a little confused.

Like everyone else in the world! Mr. Fantastic, Mainframe and the Vision are on the horn with the President, trying to figure the right spin for the public.

The Vision?! I thought he was killed in the battle.

That new Surfer must'a reassembled him.

This is just too much, Stinger.

How is our world ever going to recover from such a close brush with destruction?

We will because we must...

"We humans are a hardy breed. We'll find a way to cope with the trauma and get on with our lives.

"New alliances were formed. Some may only be temporary. Others may continue to develop over time.

"Galactus was right about one thing--*all living things desire to grow and evolve!*

"That's kind of the key to our survival as a species.

"While no one knows what the *future* may bring--

"--at least we still have *one!*"

THE END...FOR NOW!

THE EAGERLY AWAITED SEQUEL TO LAST HERO STANDING!

For centuries beyond reckoning, Galactus has consumed entire worlds to satiate his never-ending quest for sustenance, but now he has a new plan — one that may threaten the very existence of the entire Universe! Featuring Thor, the Warriors Three, the Avengers, Spider-Girl, the Fantastic Five and the Shi'ar Imperial Guard!

Collecting *Last Planet Standing #1-5*, by the *Spider-Girl* team of writer Tom DeFalco and artist Pat Olliffe.

MARVEL